

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

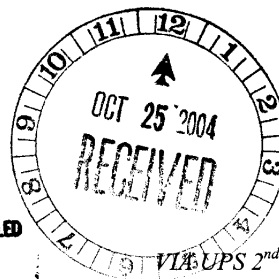
Tel 847.318.7575
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RECORDATION NO. 22337-A FILED

OCT 25 '04

3-15 PM

SURFACE TRANSPORTATION BOARD



VLS UPS 2nd DAY AIR

October 19, 2004

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Termination

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Termination, dated October 19, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed with the Surface Transportation Board under Recordation Number 22337.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Wheeling and Lake Erie Railway Company
100 East First St.
Brewster, OH 44613

A description of the railroad equipment covered by the enclosed document is ninety-seven (97) open top hoppers with WE marks (see Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease Termination.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulska
Susan Grokulska
Manager of Documentation

Enclosures

(WLE019)

RECORDATION NO. 22337-A FILED

ASSGN. NO.: WLE019

OCT 25 '04 3-15 PM

MEMORANDUM OF PARTIAL LEASE TERMINATION - RIDER NOS. 8 AND 9

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF PARTIAL LEASE TERMINATION (the "Memorandum") is made and entered into as of October 19, 2004 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Wheeling and Lake Erie Railway Company ("Lessee"), a Delaware corporation.

WITNESSETH:

Lessor and Lessee entered into that certain Lease Agreement dated as of April 1, 1993 and Rider No. 8 dated June 9, 1999, and Rider No. 9 dated June 16, 2003, whereby Lessor leased to Lessee Railcars as described in more particular on Exhibit A attached hereto; and

Lessor and Lessee entered into that certain Memorandum of Lease Agreement dated as of June 9, 1999, evidencing the above described lease of such Railcars listed on the memorandum as Group C, which was recorded with the Surface Transportation Board on August 19, 1999 at 11:30 a.m. under Recordation Number 22337, pursuant to the provisions of 49 U.S.C. Section 11301(a).

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed, by their respective officers duly authorized as of the date and year first above written, to evidence upon the public record, the termination of such lease of such Railcars.

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Richard F. Seymour

Title: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Signature: _____

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the State and County aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum.

WITNESS my hand and official stamp or seal, this 19th day of October, 2004.

Susan Grokulskey
Notary Public

My Commission Expires:

8-14-2008

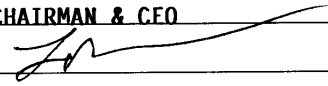


LESSEE:

WHEELING AND LAKE ERIE RAILWAY COMPANY

Name: 

Title: LARRY R. PARSONS
CHAIRMAN & CEO

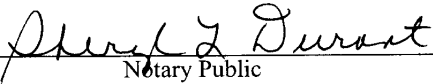
Signature: 

STATE OF OHIO

COUNTY OF STARK

I, SHERYL L. DURANT, a Notary Public for the State and County
aforesaid, certify that LARRY R. PARSONS personally appeared before me
this day and acknowledged his/her due execution of the foregoing Memorandum.

WITNESS my hand, this 14th day of October, 2004.


Notary Public

My Commission Expires:

SHERYL L. DURANT
NOTARY PUBLIC STATE OF OHIO
My Commission Expires 08-30-09

EXHIBIT A - MEMORANDUM OF PARTIAL LEASE TERMINATION

NUMBER OF CARS: Ninety-seven (97)

DESCRIPTION OF CARS: Open top hopper cars with 100-ton capacity trucks

CAR NUMBERS:

WE 358250	WE 358283	WE 358318
WE 358251	WE 358284	WE 358319
WE 358252	WE 358285	WE 358320
WE 358253	WE 358286	WE 358321
WE 358254	WE 358287	WE 358322
WE 358255	WE 358288	WE 358323
WE 358256	WE 358289	WE 358324
WE 358257	WE 358290	WE 358325
WE 358258	WE 358292	WE 358326
WE 358259	WE 358293	WE 358327
WE 358260	WE 358294	WE 358328
WE 358261	WE 358295	WE 358330
WE 358262	WE 358296	WE 358331
WE 358263	WE 358297	WE 358332
WE 358264	WE 358298	WE 358333
WE 358265	WE 358300	WE 358334
WE 358266	WE 358301	WE 358335
WE 358267	WE 358302	WE 358336
WE 358268	WE 358303	WE 358337
WE 358269	WE 358304	WE 358338
WE 358270	WE 358305	WE 358339
WE 358271	WE 358306	WE 358340
WE 358272	WE 358307	WE 358341
WE 358273	WE 358308	WE 358342
WE 358274	WE 358309	WE 358343
WE 358275	WE 358310	WE 358344
WE 358276	WE 358311	WE 358345
WE 358277	WE 358312	WE 358346
WE 358278	WE 358313	WE 358347
WE 358279	WE 358314	WE 358348
WE 358280	WE 358315	WE 358349
WE 358281	WE 358316	Count: 97
WE 358282	WE 358317	